SEC 1972 Potential persons who are to respond to the collection of information contained in this form (6/99)are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a the federal exemption. Conversely, failure to file the appropriate notice will not result in a loss of an available state exemption sta exemption unless such exemption is predicated on the filing of a federal notice.



UNITED STATES SECURITIES AND EXCHANGE COMMISSION CEIVED Washington, D.C. 20549

FORM D

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2002 Estimated average burden hours per response...1

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY								
Prefix		Serial						
DAT	E RECEI	VED						

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Alliance Connections, LLC

Filing Under (Check box(es) that apply):

[X] Rule 504 [] Rule 505 [] Rule 506 [] Section 4(6) [] ULOEPROCESSED

APR 1 5 2002

Type of Filing: [x] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indiciate change.)

Alliance Connections, LLC

Address of Executive Offices Area Code)

(Number and Street, City, State, Zip Code)

Telephone Number (Including

110 Sutter Street, Suite 410, San Francisco, CA 94104

(415) 956-9900

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

(if different from Executive Offices)

Brief Description of Business

Employee recruiting and staffing

Type of Business Organization

Form D			Page 2 of 9
[] corporation [] business trust	• • •	ership, already formed ership, to be formed	[XX] other (please specify):
[] business trust	į jimnitos partiro	oramp, to be formed	Limited Liability Company
	Date of Incorporation or Organ poration or Organization: (Enter CN for Ca		[X] Actual [] Estimated ervice abbreviation for State:
GENERAL INSTRUC	TIONS		
Federal:			
	suers making an offering of sec et seq. or 15 U.S.C. 77d(6).	urities in reliance on an	exemption under Regulation D or Section 4
deemed filed with the SEC at the address g	U.S. Securities and Exchange	Commission (SEC) on at address after the date	of securities in the offering. A notice is the earlier of the date it is received by the on which it is due, on the date it was mailed
Where to File: U.S. S	ecurities and Exchange Comm	ission, 450 Fifth Street,	N.W., Washington, D.C. 20549.
			one of which must be manually signed. Any r bear typed or printed signatures.
issuer and offering, ar		ation requested in Part (mendments need only report the name of the C, and any material changes from the eed not be filed with the SEC.
Filing Fee: There is no	o federal filing fee.		
State:			
those states that have notice with the Securi payment of a fee as a	e adopted ULOE and that have ities Administrator in each state a precondition to the claim for the led in the appropriate states in	e adopted this form. Issue where sales are to be, ne exemption, a fee in the	g Exemption (ULOE) for sales of securities in ers relying on ULOE must file a separate or have been made. If a state requires the ne proper amount shall accompany this form. aw. The Appendix in the notice constitutes a
•	A. BASI	C IDENTIFICATION DA	.TA
2. Enter the information	on requested for the following:		and the second s
 Each beneficia class of equity Each executive partnership iss 	securities of the issuer; e officer and director of corpora	ote or dispose, or direct to	he past five years; the vote or disposition of, 10% or more of a rate general and managing partners of
Check Box(es) that Apply:	[] Promoter [¾] Beneficial Owner	[] Executive Officer	[] Director [X] General and/er Managing Partner Manager
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Form D				Page 3 of 9
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Delk, Jason				
Business or Residence	ce Address (Number and Street,	City, State, Zip Cod	le)	
110 Sutter Stre	et, Suite 410, San Franc	cisco, CA 94104		
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Full Name (Last name	e first, if individual)			
Geoghegan, Jose	ph			
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110 Sutter Stre	et, Suite 410, San Franc	cisco, CA 94104		
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http://www.sec.gov/	divisions/corpfin/forms/form	d.htm		4/2/02

Page 3 of 9

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		C. OFF	ERING	PRICE,	NUMBE	R OF IN	VESTOR	RS, EXPE	NSES A	ND USE	OF PRO	OCEEDS	
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3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering Rule 505	Type of Security N/A	Sold \$
Regulation A	N/A	\$ 0
Rule 504	Vnits	\$ 14,000
Total		\$ 14,000

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[]\$
Printing and Engraving Costs	[]\$
Legal Fees	[X]\$ <u>2,000</u>
Accounting Fees	[]\$
Engineering Fees	[]\$
Sales Commissions (specify finders' fees separately)	1 1\$
Other Expenses (identify)	[]\$
Total	[X]\$ <u>2.000</u>

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 12,000

Payments to

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Officers,	Payments
	Directors, & Affiliates	Others
Salaries and fees	[] \$	[] \$
Purchase of real estate	[] \$	[] \$
Purchase, rental or leasing and installation of machinery and equipment	[] \$	[] \$
Construction or leasing of plant buildings and facilities	[] \$	XX 3,000
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer	[]	[] \$
pursuant to a merger)	13	f 1
Repayment of indebtedness	\$	\$
Working capital	[]	[X] 第 9,000

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Other (specify):	30-4-13-13-14-1-1-1-1-1-1-1-1-1-1-1-1-1-1-	[] \$\$_	
		[] []	
Column Totals		[] X X	3,000
Total Payments Listed (column totals added)		\$\frac{\pi_1}{\k\pi}\\$\frac{12,00}{\pi}	2,000 0
D. FEI	DERAL SIGNATURE		
The issuer has duly caused this notice to be signed by Rule 505, the following signature constitutes an under Commission, upon written request of its staff, the inforpursuant to paragraph (b)(2) of Rule 502.	rtaking by the issuer to fu	rnish to the U.S. Seco	urities and Exchange
Issuer (Print or Type)	Signature	Date /	100
Alliance COnnections, LLC	I HA GOT	3/3/	102
Name of Signer (Print or Type)	Title of Signer (Print o	r Type)	
Ericka M. Curls	Corporate Counse	<u> </u>	
	ATTENTION		
Intentional misstatements or omissions	of fact constitute fede U.S.C. 1001.)	ral criminal violation	ns. (See 18
•	•		
•			
E. ST	ATE SIGNATURE		
1. Is any party described in 17 CFR 230.262 presently provisions of such rule?			Yes No
	Column 5, for state res		·
2. The undersioned issuer hereby undertakes to fu	urnish to any state admi	inistrator of any stat	te in which this

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature Date
Alliance Connections, LLC	1/3/02
Name of Signer (Print or Type)	Title (Print or Type)
Ericka M. Curls	Corporate Counsel

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	Intend to non-actinvestors (Part B-I	credited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				ication e ULOE attach tion of anted) tem 1)
Ctata	V	M -		Number of Accredited		Number of Non-Accredited	A t	Vaa	Na
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
AL									
AK									
AZ									
AR			Membership						
CA		X	14,000	2	14,000	00	N/A		X
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http://www.sec.gov/divisions/corpfin/forms/d.htm Last update: 08/27/1999